

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Release of Security Interest |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------------|----------|----------------|-------------------------------|
| Bank of America, N.A. as Agent | | 07/15/2005 | National Banking Association: |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | PCA LLC |
| Street Address: | 815 Matthews-Mint Hill Road |
| City: | Matthews |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 28105 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 18

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 2276102 | THE PORTRAIT GALLERY |
| Registration Number: | 2482866 | PCA PORTRAIT GALLERY |
| Registration Number: | 2278074 | PCA |
| Registration Number: | 2207312 | PCA PORTRAIT ADVANTAGE |
| Registration Number: | 2496523 | PORTRAITWORKS |
| Registration Number: | 2109875 | A WHOLE NEW WAY TO GET PORTRAITS YOUR WAY |
| Registration Number: | 1958904 | THE CHOICE OF PROUD PARENTS EVERYWHERE |
| Registration Number: | 1958037 | INSTANT DIGITAL PORTRAIT SYSTEM |
| Registration Number: | 1939801 | NOW YOU DECIDE IF THE EXPRESSION IS RIGHT...INSTANTLY! |
| Registration Number: | 1897212 | INSTANT DIGITAL IMAGE |
| Registration Number: | 1900243 | INSTANT DIGITAL IMAGES |
| Registration Number: | 1459748 | CHURCH FAMILY ALBUMS |
| Registration Number: | 1459761 | CHURCH FAMILY ALBUMS |

CH \$465.00 2276102

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|----------------------|----------|-------------------------------|
| Registration Number: | 938234 | PCA |
| Serial Number: | 78021876 | TURNKEY PICTORIAL DIRECTORIES |
| Serial Number: | 76019413 | GO PORTRAITS |
| Serial Number: | 75533517 | THE PORTRAIT GALLERY |
| Serial Number: | 78110989 | CATCH THE MAGIC |

CORRESPONDENCE DATA

Fax Number: (415)268-7522

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 415 268 6538

Email: rlal@mofo.com

Correspondent Name: Jennifer Lee Taylor

Address Line 1: 425 Market Street

Address Line 4: San Francisco, CALIFORNIA 94105-2482

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|--------------------|-----------------------|
| NAME OF SUBMITTER: | Jennifer Lee Taylor |
| Signature: | /Jennifer Lee Taylor/ |
| Date: | 07/22/2005 |

Total Attachments: 3

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RELEASE OF SECURITY INTEREST

WHEREAS, PCA LLC granted BANK OF AMERICA, N.A., as Agent (the "Lender"), liens on and security interests in and to the trademarks identified in Exhibit A attached hereto and by this reference made a part hereof (the "Trademarks");

WHEREAS, notices of the security interests were recorded with the United States Patent and Trademark Office on July 19, 2002 at Trademark Reel 002549, Frame 0702;

WHEREAS, the Lender desires to cancel and terminate all of its liens and security interests on or against the Trademarks;

WHEREAS, PCA LLC has satisfied and fulfilled all of its obligations for the cancellation and termination of such liens and security interests.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Lender hereby releases unto PCA LLC, effective as of the date hereof, all liens and security interests in and to the Trademarks appearing on Exhibit A, together with the goodwill associated with the foregoing, all books and records relating to the Trademarks or products involving the Trademarks, and any and all proceeds thereof, and any interest ever possessed by the Lender in any claims by PCA LLC against third parties for infringement of the Trademarks and the proceeds therefrom and licensing royalties.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has executed this instrument as of July 15, 2005.

BANK OF AMERICA, N.A., as Agent

By: Bruce M. McCormick

Name: Bruce M. McCormick

Title: Senior Vice President

Exhibit A

**PCA LLC
(Delaware Limited Liability Company)**

U.S. Trademarks

Registered Marks

| | | |
|--|---------|----------|
| THE PORTRAIT GALLERY | 2276102 | 9/7/99 |
| PCA PORTRAIT GALLERY | 2482866 | 8/28/01 |
| PCA | 2278074 | 9/14/99 |
| PCA PORTRAIT ADVANTAGE | 2207312 | 12/1/98 |
| PORTRAITWORKS | 2496523 | 10/9/01 |
| A WHOLE NEW WAY TO GET PORTRAITS YOUR WAY | 2109875 | 10/28/97 |
| THE CHOICE OF PROUD PARENTS EVERYWHERE | 1958904 | 2/27/96 |
| INSTANT DIGITAL PORTRAIT SYSTEM | 1958037 | 2/20/96 |
| NOW YOU DECIDE IF THE EXPRESSION IS RIGHT...INSTANTLY! | 1939801 | 12/5/95 |
| INSTANT DIGITAL IMAGE | 1897212 | 5/30/95 |
| INSTANT DIGITAL IMAGES | 1900243 | 6/13/95 |
| CHURCH FAMILY ALBUMS Stylized Letters | 1459748 | 9/29/87 |
| CHURCH FAMILY ALBUMS Block Letters | 1459761 | 9/29/87 |
| PCA and Design | 938234 | 7/18/72 |

Pending Applications

| | | |
|-------------------------------|-----------|---------|
| CATCH THE MAGIC | 78-110989 | 2/26/02 |
| TURNKEY PICTORIAL DIRECTORIES | 78-021876 | 8/18/00 |
| GOPORTRAITS | 76-019413 | 4/6/00 |
| PORTRAIT GALLERY | 75-533517 | 8/10/98 |